

# Southern Pacific Transportation Company

Southern Pacific Building • One Market Plaza • San Francisco, California 94105  
(415) 541-1000

THORMUND A. MILLER  
VICE PRESIDENT AND GENERAL COUNSEL

JOHN J. CORRIGAN  
GENERAL SOLICITOR

JOHN MACDONALD SMITH  
SENIOR GENERAL ATTORNEY

ROBERT S. BOGASON  
DOUGLAS E. STEPHENSON  
LOUIS P. WARCHOT  
WILLIAM E. SAUL  
ANN FINGARETTE HASSE  
DAVID W. LONG  
CAROL A. HARRIS  
CRAIG J. WHITNEY  
GENERAL ATTORNEYS

HAROLD S. LENTZ  
GARY A. LAAKSO  
JONATHAN M. FIL  
DORENE M. CURTIS  
STEPHEN A. ROBERTS  
CLAUDE F. KOLM  
ASSISTANT GENERAL ATTORNEYS

LAWRENCE P. RIFF  
ATTORNEY

WRITER'S DIRECT DIAL NUMBER  
(415) 541-1757

RECORDATION NO. 6495-8 Filed & Recorded

OCT 27 1985 4-2 5 PM

INTERSTATE COMMERCE COMMISSION

October 1, 1986

RECORDATION NO. 6495-8 Filed & Recorded  
OCT 27 1985 4-2 5 PM  
INTERSTATE COMMERCE COMMISSION

**FILING FEE WAIVED**

VIA E.T.A. AIR COURIER

Mr. James H. Bayne  
Secretary  
Interstate Commerce Commission  
Twelfth Street & Constitution Avenue  
Washington, D.C. 20423

RE: I.C.C. Finance Docket No. 27005 --  
Southern Pacific Transportation Company  
Equipment Trust Agreement, Series No. 56

Dear Mr. Bayne:

There are enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, the original and four (4) fully executed counterparts of Eighth Supplement to Equipment Trust and Assignment and Transfer of Certain Road Equipment, each dated as of September 15, 1986, to Equipment Trust Agreement dated as of February 1, 1972, creating Southern Pacific Company Equipment Trust, Series No. 56, together with voucher in payment of the recording fees.

The following documents have been recorded with the Commission under Section 11303 in this matter:

Mr. James H. Bayne  
Page Two  
October 1, 1986

Equipment Trust Agreement dated as of February 1, 1972, recorded on February 4, 1972, at 4:35 PM, assigned Recordation No. 6495;

First Supplement to Equipment Trust Agreement dated as of November 1, 1974, recorded on December 26, 1974, at 1:15 PM, assigned Recordation No. 6495-A;

Second Supplement to Equipment Trust Agreement dated as of December 7, 1979, recorded on December 14, 1979, at 4:10 PM, assigned Recordation No. 6495-B;

Third Supplement to Equipment Trust Agreement dated as of August 1, 1982, recorded on August 11, 1982, at 10:45 AM, assigned Recordation No. 6495-C;

Fourth Supplement to Equipment Trust Agreement dated as of June 1, 1984, recorded on June 19, 1984, at 3:10 PM, assigned Recordation No. 6495-D;

Fifth Supplement to Equipment Trust Agreement dated as of June 1, 1984, recorded on June 19, 1984, at 3:10 PM, assigned Recordation No. 6495-E;

Sixth Supplement to Equipment Trust Agreement dated as of May 15, 1985, recorded on June 6, 1985, at 12:55 PM, assigned Recordation No. 6495-F;

Seventh Supplement to Equipment Trust Agreement dated as of February 10, 1986, recorded on February 27, 1986, at 1:20 PM, assigned Recordation No. 6495-G; and

Assignment and Transfer of Certain Road Equipment dated as of February 10, 1986, recorded on February 27, 1986, at 1:20 PM, assigned Recordation No. 6495-H.

In connection with the recording of the Eighth Supplement and Assignment and Transfer, each dated as of September 15, 1986 to the Equipment Trust Agreement dated as of February 1, 1972, the following information is set forth

Mr. James H. Bayne  
Page Three  
October 1, 1986

in accordance with the provisions of Section 57.4 of the  
Commission's Order of July 28, 1952, as amended:

Name and Address of Trustee - Lessor:

First Pennsylvania Bank, N.A.  
30 South 30th Street  
Philadelphia, Pennsylvania 19104

Name and Address of Guarantor - Lessee:

Southern Pacific Transportation Company  
Southern Pacific Building  
One Market Plaza  
San Francisco, California 94105

General Description of the Equipment  
Covered by the Eighth Supplement:

<u>Number of Units</u>	<u>Description</u>
1	Diesel Locomotive; General Motors Corp. (Electro-Motive Division), builder; lettered SP and numbered 6341; GRIP date - July, 1979.

General Description of the Equipment Covered by the  
Assignment and Transfer of Certain Road Equipment:

<u>Number of Units</u>	<u>Description</u>
2	Diesel Locomotives; General Motors Corp. (Electro-Motive Division), builder; lettered SP and numbered 9186 and 9204.

When the recording of the Eighth Supplement and Assign-  
ment and Transfer have been completed, will you kindly  
endorse, with the pertinent recording information, all  
executed counterparts thereof and return four (4) each of  
the same to the undersigned.

Very truly yours,

*Lenona Young*  
Lenona Young  
Legal Assistant

Enclosures

cc: Mr. E. L. Johnson  
(Attn: Mr. C. D. Tyler)

YMENT OF:	AMOUNT
SPTCo. Equipment trusts, Series Nos. 55, 56, and 57	\$ 60

ACCOUNTS PAYABLE CHECK

**Southern Pacific Transportation Company**

SAN FRANCISCO, CALIFORNIA 94108

**5380414034**

CITIBANK (DELAWARE) CITICORP  
A SUBSIDIARY OF CITICORP

62-20  
311

ACCTG PERIOD  
SEP 86

ISSUE DATE  
SEP 16, 86

PAY

SIXTY AND NO/100 DOLLARS

\$60.00#

TO THE ORDER OF

INTERSTATE COMMERCE COMMISSION

WASHINGTON DC 20423

*H.C. Yarbrough*  
AUTHORIZED SIGNATURE-ACCTG DEPT  
*Sam Power*  
AUTHORIZED SIGNATURE-TREASURY DEPT

# 5380414034#

10311002091

38699216#

SOUTHERN PACIFIC TRANSPORTATION COMPANY

PLEASE DETACH THIS REMITTANCE STATEMENT

NOT NEGOTIABLE

INVOICE #		EXPENSE	DESCRIPTION	GROSS	DISCOUNT	NET	ACCT.	ST.	TAX
MO.	DAY	ALLOC.							
		CODE		AMOUNT	OR	AMOUNT			LOC.
					ADJUSTMENT				
09	12	0020	EQPT	60.00		60.00	000000		
CHECK CONTROL		5380414034	* LAST INVOICE IF DATE OR NUMBER NOT SHOWN ON RECAPPED BILL		SPECIAL HANDLING	TOTAL	60.00	1552	

CORRESPONDENCE SHOULD  
REFER TO THIS NUMBER

VENDOR NO. 095505

**5380414034**

ADDRESS:

CONTROLLER, SOUTHERN PACIFIC TRANSPORTATION CO.  
SOUTHERN PACIFIC BUILDING, ONE MARKET PLAZA, SAN FRANCISCO, CA 94105

RECORDATION NO 6495-8 Filed & Recorded

OCT 27 1985 4-2 5 PM

INTERSTATE COMMERCE COMMISSION

SOUTHERN PACIFIC TRANSPORTATION COMPANY

EQUIPMENT TRUST, SERIES NO. 56

\*\*\*\*\*

ASSIGNMENT AND TRANSFER OF CERTAIN ROAD EQUIPMENT

Dated as of September 15, 1986

\*\*\*\*\*

FIRST PENNSYLVANIA BANK, N.A.

- TO -

SOUTHERN PACIFIC TRANSPORTATION COMPANY

---

---

ASSIGNMENT AND TRANSFER OF CERTAIN RAILROAD EQUIPMENT,  
dated as of the fifteenth day of September, 1986, by FIRST  
PENNSYLVANIA BANK, N.A., formerly known as The First  
Pennsylvania Banking and Trust Company, a corporation duly  
organized and existing under the laws of the Commonwealth of  
Pennsylvania, Trustee under the Equipment Trust Agreement  
hereinafter mentioned (hereinafter called the "Trustee"), to  
SOUTHERN PACIFIC TRANSPORTATION COMPANY, a corporation duly  
organized and existing under the laws of the State of  
Delaware (hereinafter called the "Company").

WHEREAS, by a certain Equipment Trust Agreement,  
bearing date as of February 1, 1972, by and between the  
Trustee and the Company (hereinafter called the "Equipment  
Trust Agreement"), there was constituted the "Southern  
Pacific Transportation Company Equipment Trust, Series No.  
56," pursuant to which Trustee leased certain railroad  
equipment to the Company, upon the terms and conditions  
therein set forth; and

WHEREAS, certain locomotives comprising said Trust  
Equipment (hereinafter called "Unsuitable Equipment") have  
become unsuitable for use by the Company, and in accordance  
with the provisions of said Equipment Trust and in anticipa-  
tion and consideration of the release of such Unsuitable  
Equipment, the Company has assigned and transferred to the  
Trustee other standard-gauge railroad equipment (hereinafter  
called the "Replacement Equipment"), other than work equipment,  
as specifically described in the Eighth Supplement to

Equipment Trust dated as of September 15, 1986 ("Eighth Supplement"):

<u>Number of Units</u>	<u>Description</u>
2	3600 H.P. Locomotives; General Motors Corporation (Electro-Motive Division), builder; lettered SP and numbered 9186 and 9204. ✓

WHEREAS, the Company has well and truly performed all of the covenants and conditions on its part to be performed under the said Equipment Trust Agreement, including all payments required of it to be made, and as a result of such goodstanding and by virtue of the prior subjection and the Trustee's acceptance of the Replacement Equipment to the Equipment Trust Agreement pursuant to the Eighth Supplement thereto, the Company is now entitled to the release of the aforesaid Unsuitable Equipment under Section 4.09 of said Equipment Trust Agreement.

NOW, THEREFORE, THIS INDENTURE WITNESSETH THAT:

In consideration of the premises and of other good and valuable considerations, receipt of which is hereby acknowledged, the Trustee does hereby sell, assign, transfer and set over unto the Company all of the Unsuitable Equipment which is specifically described herein and covered by the Equipment Trust Agreement.

TOGETHER with all right, title and interest now owned or hereafter acquired by the Trustee in and to the said Unsuitable Equipment.

TO HAVE AND TO HOLD all and singular the said equipment and the said attendant rights to the Company, its successors and assigns, for its and their own use and behoof forever;

AND the Trustee hereby covenants with the Company, its successors and assigns, that the Trustee has not done, permitted, executed or suffered, and that neither it nor its successors or assigns will do, commit, execute or suffer, any act, matter or thing whatsoever which is calculated to or which will or may impugn, impair, defeat or cast doubt upon the clear, absolute and indefeasible title given to the Company by these presents.

The Trustee does hereby constitute and appoint LYNN A. TUZINSKI to be its attorney, for it and in its name and as and for its corporate act and deed to acknowledge this instrument before any person having authority by the laws of the Commonwealth of Pennsylvania or elsewhere to take such acknowledgment, to the intent that the same may be duly recorded.

IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the said Equipment Trust Agreement, with respect to the above-described Unsuitable Equipment, has caused these presents to be signed in its



name and its corporate seal to be hereunto affixed, duly  
attested, this 19<sup>th</sup> day of September, 1986.

FIRST PENNSYLVANIA BANK, N.A.

By

  
Corporate Trust Officer

ATTEST:

  
Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA

33.

CITY AND COUNTY OF PHILADELPHIA )

On this 19<sup>th</sup> day of September, 1986, before me

personally appeared LYNN A. TUZINSKI, to me personally

known, who, being by me duly sworn, says that she is

**Corporate Trust Officer of FIRST PENNSYLVANIA BANK, N.A.;**

that the seal affixed to the foregoing instrument is the

corporate seal of said corporation; that said instrument was

signed and sealed on behalf of said corporation by authority

of its Board of Directors; and she acknowledged that the

execution of the foregoing instrument was the free act and

deed of said corporation.

Lynne N. McCort  
Notary Public

**Notary Public**

**My Commission Expires:**

**LYNNE N. MCCORRY**

Notary Public, Phila., Phila. Co.

**My Commission Expires July 2, 1990**